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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

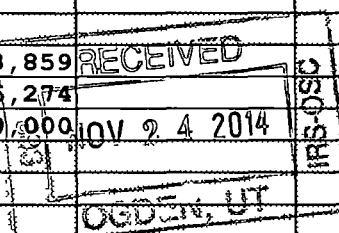
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation George T. Pflieger Foundation		A Employer identification number 95-2561117
Number and street (or P O box number if mail is not delivered to street address) 2549 Eastbluff Dr. #481	Room/suite	B Telephone number (see instructions) 949-510-1058
City or town, state or province, country and ZIP or foreign postal code Newport Beach CA 92660		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,171,029 (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	33,859	33,859		
4	Dividends and interest from securities	356,274	356,274		
5a	Gross rents	90,000	90,000		
b	Net rental income or (loss) 2,741				
6a	Net gain or (loss) from sale of assets not on line 10	531,538			
b	Gross sales price for all assets on line 6a 3,276,071				
7	Capital gain net income (from Part IV, line 2)		531,538		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,011,671	1,011,671	0	
13	Compensation of officers, directors, trustees, etc	362,000	102,500		259,500
14	Other employee salaries and wages				
15	Pension plans, employee benefits	227,298	75,457		151,841
16a	Legal fees (attach schedule) See Stmt 1	2,103			2,103
b	Accounting fees (attach schedule) Stmt 2	16,315	6,057		10,258
c	Other professional fees (attach schedule) Stmt 3	49,113	47,963		1,150
17	Interest	58,760	58,760		
18	Taxes (attach schedule) (see instructions) Stmt 4	43,127	31,985		11,142
19	Depreciation (attach schedule) and depletion Stmt 5				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 6	44,566	35,348		9,218
24	Total operating and administrative expenses. Add lines 13 through 23	803,282	358,070	0	445,212
25	Contributions, gifts, grants paid	909,945			909,945
26	Total expenses and disbursements. Add lines 24 and 25	1,713,227	358,070	0	1,355,157
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-701,556			
b	Net investment income (if negative, enter -0-)		653,601		
c	Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	52,611	28,058	
	2 Savings and temporary cash investments	105,275	401,396	
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	237	719	
	10a Investments – U S and state government obligations (attach schedule) Stmt 7	1,959,841	943,557	1,120,664
	b Investments – corporate stock (attach schedule) See Stmt 8	3,589,954	2,832,859	13,538,063
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 8,305 Less accumulated depreciation (attach sch) ▶ Stmt 9 8,305			100
15 Other assets (describe ▶ See Statement 10)	72,410	1,077,202	2,512,202	
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,780,328	5,283,791	17,171,029	
Liabilities	17 Accounts payable and accrued expenses	227,235	432,254	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	227,235	432,254	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	5,553,093	4,851,537	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	5,553,093	4,851,537		
31 Total liabilities and net assets/fund balances (see instructions)	5,780,328	5,283,791		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,553,093
2 Enter amount from Part I, line 27a	2	-701,556
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,851,537
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,851,537

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo day, yr)	(d) Date sold (mo day yr)
1a Short-Term Losses (See Attached)	P	07/05/12	01/14/13
b Long-Term Gains (See Attached)	P	12/02/02	01/11/13
c 500 Shs - MFC Spdr Gold	P	10/01/08	09/10/13
d Northern Trust - Cap Gain Div			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,035,222		1,048,722	-13,500
b 2,173,553		1,652,661	520,892
c 63,677		43,150	20,527
d 3,619			3,619
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-13,500
b			520,892
c			20,527
d			3,619
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	531,538
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,448,250	15,466,142	0.093640
2011	1,855,355	17,197,044	0.107888
2010	1,576,773	17,791,355	0.088626
2009	825,663	13,792,377	0.059864
2008	2,420,337	18,131,773	0.133486

2 Total of line 1, column (d)	2	0.483504
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.096701
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,058,803
5 Multiply line 4 by line 3	5	1,456,201
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,536
7 Add lines 5 and 6	7	1,462,737
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,355,157

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	13,072
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,072
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	13,072
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,480
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	8,480
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	37
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,629
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
b	N/A	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	X	
14	The books are in care of ► Susan Chubbuck, CPA 32565-B Golden Lantern #354 Located at ► Dana Point CA ZIP+4 ► 92629 Telephone no ► 949-510-1058			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here **▶**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000 **▶** **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 See Statement 12	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
1 N/A		
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,955,896
b	Average of monthly cash balances	1b	257,229
c	Fair market value of all other assets (see instructions)	1c	75,000
d	Total (add lines 1a, b, and c)	1d	15,288,125
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	15,288,125
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	229,322
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,058,803
6	Minimum investment return. Enter 5% of line 5	6	752,940

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	752,940
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,072
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,072
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	739,868
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	739,868
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	739,868

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	1,355,157
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,355,157
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,355,157

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				739,868
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,536,608			
b From 2009	825,663			
c From 2010	1,576,773			
d From 2011	1,857,900			
e From 2012	1,448,250			
f Total of lines 3a through e	7,245,194			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,355,157				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				739,868
e Remaining amount distributed out of corpus	615,289			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,860,483			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,536,608			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,323,875			
10 Analysis of line 9				
a Excess from 2009	825,663			
b Excess from 2010	1,576,773			
c Excess from 2011	1,857,900			
d Excess from 2012	1,448,250			
e Excess from 2013	615,289			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 13				909,945
Total			▶ 3a	909,945
b Approved for future payment N/A				
Total			▶ 3b	

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Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Dostart Clapp & Coveney LLP	\$ 2,103	\$	\$	\$ 2,103
Total	<u>\$ 2,103</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 2,103</u>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Optinvest, Inc.	\$ 8,250	\$ 4,125	\$	\$ 4,125
W. Richard Mills	6,815	682		6,133
Orange Acres, LLC	1,250	1,250		
Total	<u>\$ 16,315</u>	<u>\$ 6,057</u>	<u>\$ 0</u>	<u>\$ 10,258</u>

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Northern Trust of California-Man	\$ 14,027	\$ 14,027	\$	
Northern Trust of California-Inv	33,246	33,246		
Executive Benefits, Inc.	1,840	690		1,150
Total	<u>\$ 49,113</u>	<u>\$ 47,963</u>	<u>\$ 0</u>	<u>\$ 1,150</u>

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Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
California Exempt Organization F	\$ 85			85
Payroll Taxes	17,124	6,067		11,057
Foreign Taxes	883	883		
Excise Tax	11,483	11,483		
Orange Acres, LLC	13,552	13,552		
Orange Acres, LLC	13,552			
Total	\$ 43,127	\$ 31,985	\$ 0	\$ 11,142

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/31/02	Printer	716	716	S/L	5	\$	\$	\$
1/11/03	Dell Computer - TGP	1,275	1,275	S/L	5			
2/10/03	Dell Computer - VC	648	648	S/L	5			
5/09/03	Sony Vaio Laptop - VC	2,220	2,220	S/L	5			
4/06/04	Printer	836	836	S/L	5			
4/12/06	Dell Computer - Marketing	2,610	2,610	S/L	5			
Total		\$ 8,305	\$ 8,305			\$ 0	\$ 0	\$ 0

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Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Orange Acres, LLC	\$ 7,545	7,545	\$	\$
Insurance	23,992	23,992		
Investment Depreciation				
Expenses				
Telephone	503	252		251
D&O Insurance	4,156	540		3,616
Dues & Subscriptions	420	210		210
Storage Fees	4,169	2,084		2,085
Payroll Processing Fees	1,443	540		903
Bank Charges	152	152		
Insurance	90	33		57
Links Recovery	2,096			2,096
Total	\$ 44,566	\$ 35,348	\$ 0	\$ 9,218

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Fixed Income	\$ 1,959,841	\$ 943,557	Cost	\$ 1,120,664
Total	\$ 1,959,841	\$ 943,557		\$ 1,120,664

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Equity Securities	\$ 3,589,954	\$ 2,832,859	Cost	\$ 13,538,063
Total	\$ 3,589,954	\$ 2,832,859		\$ 13,538,063

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Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Office Equipment	\$ 0	\$ 8,305	\$ 8,305	\$ 100
Total	\$ 0	\$ 8,305	\$ 8,305	\$ 100

Federal Statements**Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
Orange Acres Investment	\$ -174,189	\$ -185,000	\$ 1,250,000
Orange Acres Advances	245,641	261,341	261,341
Links Recovery - Program Services	958	861	861
Loan Receivable - Legacy Fund		1,000,000	1,000,000
Total	<u>\$ 72,410</u>	<u>\$ 1,077,202</u>	<u>\$ 2,512,202</u>

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Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Thomas G Pflieger 2549 Eastbluff Dr. #481 Newport Beach CA 92660	Pres/Trustee	10.00	202,000	152,767	0
Victoria L Wintrode 6 La Costa Court Laguna Beach CA 92651	Secretary/Tr	20.00	90,000	74,531	0
Sandra B Pflieger 2549 Eastbluff Dr. #481 Newport Beach CA 92660	Trustee	2.00	17,500	0	0
Layne Marceau 9472 Blessing Drive Pleasanton CA 94588	Trustee	2.00	17,500	0	0
Scott R. Baugh 4040 MacArthur Blvd. #200 Newport Beach CA 92660	Trustee	2.00	17,500	0	0
John P King, Jr. 450 Newport Center Dr. #500 Newport Beach CA 92660	Trustee	2.00	17,500	0	0

Statement 12 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

Links Recovery, LLC - is a single member LLC owned by the Foundation. Its purpose is to provide a Christian based substance abuse rehabilitation program. The program is administered by National Therapeutic Services.

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Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
O.C. School of the Arts	1010 N. Main Street		Public	General Fund	84,791
Santa Ana CA 92701	Public				
Cri-Help Inc.	11027 Burbank Blvd.		Public	Aquarium Fund	12,000
North Hollywood CA 91601	Public				
HMRI Liver Center	660 S. Fair Oaks Ave.		Public	Unrestricted	80,000
Pasadena CA 91105	Public				
Capistrano Valley Christian Schools	32032 Del Obispo St.		Public	General Fund	1,000
San Juan Capistrano CA 92 N/A	Public				
Orange County Bar Foundation	313 N. Birch St.		Public	General Fund	10,000
Santa Ana CA 92701	Public				
Mesothelioma Research Foundation	3011 Townsgate Rd #450		Public	General Fund	3,000
Westlake Village CA 91361	Public				
Fristers	17971 Sky Park Circle		Public	General Fund	25,000
Irvine CA 92614	Public				
Mother's Against Drunk Driving	17772 Irvine Blvd. #103		Public	General Fund	1,500
Tustin CA 92780	Public				
Rancho Santa Fe Foundation	162 S. Rancho Santa Fe Rd		Public	MusEffect Project	35,000
Encinitas CA 92024	Public				
Cri-Help Inc.	11027 Burbank Blvd.		Public	General Fund	5,000
North Hollywood CA 91601	Public				
First Tee Tri-Valley	2843 Hopyard Rd. #143		Public	General Fund	15,000
Pleasanton CA 94588	Public				
Children's Hospital of Orange Cty	1201 W. LaVeta Ave.		Public	General Fund	10,000
Orange CA 92868	Public				
Giving it Back to Kids, Inc.	10112 Stonybrook Drive		Public	Heart Surgery Fund	23,100
Huntington Beach CA 92646	Public				
Samaritan's Purse	P.O. Box 3000		Public	General Fund	1,000
Boone NC 28607	Public				
Pfleger Institute of Environmental	315 N. Clementine St.		Private	General Funding	603,554
Oceanside CA 92054	Related				

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Total					909,945